

RECORDATION NO. 21150 FILED

JAN 13 '98 11-11 AM

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RECORDATION NO. 21150-A.B. FILED

JAN 13 '98 11-11 AM

January 13, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Full Service Lease Agreement, dated October 1, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents and three (3) copies of the following secondary documents related thereto: Memorandum of Lease Assignment, Management and Escrow Agreement, dated December 19, 1997 and Memorandum of Asset Purchase, Assignment and Assumption Agreement, dated as of December 23, 1997.

The names and addresses of the parties to the enclosed documents are:

Full Service Lease Agreement

Lessor: The Andersons
480 West Dussell Drive
Maumee, Ohio 43537

Lessee: Morton International, Inc.
(Morton Salt Division)
100 N. Riverside Plaza
Chicago, Illinois 60606

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Vernon A. Williams
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Memorandum of Lease Assignment, Management
and Escrow Agreement

Assignee: The Vaughn Group, Ltd.
8240 Beckett Park Drive, Suite D
Hamilton, Ohio 45001

Assignor: The Andersons, Inc.
480 West Dussell Drive
Maumee, Illinois 43537

Memorandum of Asset Purchase, Assignment
and Assumption Agreement

B → Assignee: Star Bank, National Association
425 Walnut Street
Cincinnati, Ohio 45202

Assignor: The Vaughn Group, Ltd.
8240 Beckett Park Drive, Suite D
Hamilton, Ohio 45001

A description of the railroad equipment covered by the enclosed documents is:

ten (10) boxcars BAEX 457 through BAEX 466

Also enclosed is a check in the amount of \$72.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

JAN 13 '98

11-11 AM

**MEMORANDUM OF ASSET PURCHASE,
ASSIGNMENT AND ASSUMPTION AGREEMENT**

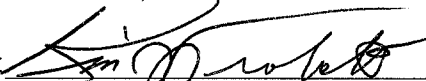
Memorandum of Asset Purchase, Assignment and Assumption Agreement made and entered into as of December 23, 1997 by and between The Vaughn Group, Ltd. ("Vaughn") and Star Bank, National Association ("Star").

WITNESSETH:

1. Vaughn, as Assignee, has entered into that certain Lease Assignment, Management and Escrow Agreement ("Lease Assignment") dated as of December 19, 1997, with The Andersons, Inc., as Assignor, with respect to the railroad equipment set forth on Exhibit A attached hereto.
2. Vaughn has agreed to sell and assign to Star and Star as agreed to accept from Vaughn the Lease Assignment and the railroad equipment subject to that Lease Assignment.
3. This Memorandum of Asset Purchase, Assignment and Assumption Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

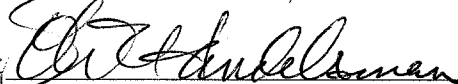
IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

STAR BANK, NATIONAL ASSOCIATION

By: 

Title: VP

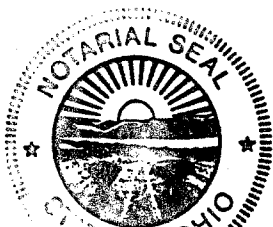
THE VAUGHN GROUP, LTD.

By: 

Title: **John V. Handelsman**
President and CEO

STATE OF Ohio)
COUNTY OF Butler) SS

On this 12th day of January, 1998 before me personally appeared John V. Handelsman, to me personally known, who being duly sworn, says that he/she is the President and CEO of The Vaughn Group, Ltd., that said instrument was signed on behalf of said company by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



My commission expires:

Kathy J. Voegele
Notary Public

KATHY J. VOEGELE
Notary Public, State of Ohio
My Commission Expires Aug. 16, 2000

STATE OF Ohio)
COUNTY OF Hamilton) SS

On this 7 day of January, 1998 before me personally appeared Kim Trombetta, to me personally known, who being duly sworn, says that he/she is the Vice President of Star Bank, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Chang K. Cho
Notary Public, State of Ohio
My Commission Expires February 1, 1998

My commission expires:

Chang K. Cho
Notary Public

Exhibit A

Year Built 1974
Plate C Box Cars

Car Numbers		
1	BAEX	457
2	BAEX	458
3	BAEX	459
4	BAEX	460
5	BAEX	461
6	BAEX	462
7	BAEX	463
8	BAEX	464
9	BAEX	465
10	BAEX	466

Old Car Numbers		
1	WP	67042
2	WP	67043
3	WP	67044
4	WP	67045
5	WP	67046
6	WP	67047
7	WP	67048
8	WP	67049
9	WP	67050
10	WP	67051